



DLA Piper LLP (US)
The Marbury Building
6225 Smith Avenue
Baltimore, Maryland 21209-3600
www.dlapiper.com

Dale K. Cathell
dale.cathell@dlapiper.com
T 410.580.4122
F 410.580.3122

September 27, 2017
VIA ECF

The Honorable Loretta A. Preska
United States District Court for the Southern District of New York
500 Pearl Street
New York, NY 10007

Re: SEC v. Stewart, et al., Case No. 1:98-cv-02636-LAP
SEC v. First American Title Ins. Co., 1:15-cv-09568-LAP

Dear Judge Preska:

This firm is counsel to First American Title Insurance Company ("First American") in the above-referenced actions. As was mentioned on the status conference call on September 6, 2017, First American, Allen B. Gottlieb, Phyllis J. Gottlieb, both individually and as Trustee of the Phyllis J. Gottlieb Living Trust, and the Securities and Exchange Commission have entered into a Stipulation and Proposed Order of Settlement with respect to the escrow monies that First American is holding. Enclosed for the Court's consideration, please find a copy of the Stipulation and Proposed Order of Settlement.

We are available to answer any questions.

Respectfully submitted,

DLA Piper LLP (US)

A handwritten signature in black ink, appearing to read 'Dale K. Cathell'.

Dale K. Cathell

Enclosures

cc: (via first class mail)
All parties listed on attached certificate of service

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,
v.

GEORGE WALLACE STEWART, ET AL.,

Defendants
and

CORNEL D. PLEBANI, ET AL.,

Relief Defendants.

1:98-cv-02636-LAP

SECURITIES AND EXCHANGE COMMISSION,

1:15-cv-09568-LAP

Plaintiff-Petitioner-Judgment Creditor,

v.

FIRST AMERICAN TITLE INSURANCE COMPANY,

Respondent-Garnishee,
and

ALLEN B. GOTTLIEB,

Defendant-Judgment Debtor,
and

PHYLLIS J. GOTTLIEB, Individually and as Trustee of
the Phyllis J. Gottlieb Living Trust dated February 17,
2012,

Interested Person.

STIPULATION AND ORDER OF SETTLEMENT

Respondent/Garnishee First American Title Insurance Company (“First American”), by
and through its undersigned counsel, Allen B. Gottlieb and Phyllis J. Gottlieb, both individually
and as Trustee of the Phyllis J. Gottlieb Living Trust dated February 17, 2012 (collectively, the

“Gottliebs”), and the Securities and Exchange Commission, by and through its undersigned counsel (the “SEC” and together with the Gottliebs and First American, the “Parties”), hereby stipulate and agree as follows:

1. Phyllis Gottlieb (“Mrs. Gottlieb”) closed on the sale of real property located at 3234 NE 211 Terrace, Aventura, Florida 33180 (the “Florida Property”) in July 2015.

2. At closing, the net proceeds of the sale of the Florida Property were placed in escrow (the “Escrow Funds”) pursuant to an Escrow Agreement dated July 23, 2015 (the “Escrow Agreement”) because, among other things, an IRS tax lien against Mrs. Gottlieb and Alan B. Gottlieb (“Mr. Gottlieb”) was recorded in the land records in Florida prior to the closing.

3. First American is a neutral third party holding these Escrow Funds.

4. On or about July 24, 2015, the SEC served a restraining notice on First American asserting a lien interest in the Escrow Funds arising out of the multi-million dollar judgment it obtained against Mr. Gottlieb in this case (the “Original New York Action”).

5. On August 20, 2015, the SEC moved for a turnover order in the Original New York Action seeking to have all of the Escrow Funds paid to the SEC.

6. On August 23, 2015, Mrs. Gottlieb filed an action against the SEC and First American in Florida state court for turnover of the Escrow Funds. The SEC removed the Florida state court action to the United States District Court for the District of Florida on September 2, 2015 (the “Florida Action”). See *Gottlieb v. SEC, et al.*, Case No. 1:15-cv-23309. On September 3, 2015, the SEC filed a motion to transfer the Florida Action to this Court.

7. On November 25, 2015, First American filed an interpleader pursuant to Rule 22 of the Federal Rules of Civil Procedure in the Florida Action joining Mrs. Gottlieb, the IRS, and the SEC in order to establish each party’s right to the Escrow Funds.

8. On December 4, 2015, the United States District Court for the Southern District of Florida granted the SEC's motion to transfer the Florida Action to the United States District Court for the Southern District of New York. The Florida Action was transferred to the Southern District of New York on December 8, 2015 (the "Related New York Action"). *See Gottlieb v. Securities and Exchange Commission, et al.*, Case No. 1:15-cv-09568 (LAP). The Related New York Action was dismissed by the Court on September 30, 2016 and was later appealed by Mrs. Gottlieb to the Second Circuit Court of Appeals on October 28, 2016. *See Gottlieb v. Securities and Exchange Commission, et al.*, Case No. 16-3663 (LAP).

9. The IRS advised First American that it is not asserting a claim against the escrow funds. Accordingly, a Stipulation and Order of Dismissal was entered on April 13, 2016, dismissing the IRS from these actions. The Parties continue to claim an interest in the remaining Escrow Funds.

10. Pursuant to an order dated February 8, 2017, \$56,428.68 of the Escrow Funds have been paid to Alexander Eisemann, Esq.

11. The remaining amount of the Escrow Funds, \$758,177.17, is currently being held by First American in Escrow.

12. On July 14, 2017, Phyllis J. Gottlieb, pro se, filed an answer to the interpleader complaint filed by First American and she also filed a cross-claim (the "Cross-Claim") against First American in the Related New York Action.

13. First American asserts that it is entitled to reimbursement of the fees and expenses it has incurred in these matters under applicable law from the Escrow Funds. The Gottliebs contest First American's claim. The Parties have agreed to resolve these matters pursuant to the terms of this stipulation and order. This Stipulation is entered into for the purpose of settlement

and compromise. By entering into this stipulation, no Party admits liability of any nature to any other Party.

In accordance with the foregoing, the Parties hereby STIPULATE AND AGREE as follows:

1. After the Court enters an order approving this Stipulation and Settlement Order, First American will deposit the remaining Escrow Funds into the Court registry pursuant to the procedures established by the Clerk of the Court for depositing such money into the Court registry and the Clerk should be directed to accept the deposit of the remaining Escrow Funds into the Court registry.

2. Upon deposit of the remaining Escrow Funds into the Court registry, First American shall be fully released and discharged from any liability relating to the Escrow Funds. A so-ordered version of this stipulation shall fully and completely discharge First American from any liability relating to the Escrow Funds upon depositing such money into the Court registry. Upon deposit of the remaining Escrow Funds with the Court registry, First American releases the Gottliebs from any causes of action and claims that First American has asserted or could have asserted that are based upon the Escrow Funds from the beginning of time until the date of the execution of this Stipulation by First American.

3. Once the remaining Escrow Funds have been deposited with the Court registry, First American is hereby dismissed from these actions (including the Cross-Claim) with prejudice and discharged and released from any liability for the Escrow Funds.

4. In the event that the Court determines pursuant to a final judgment that the SEC is entitled to payment of the remaining Escrow Funds, then within twenty-one (21) days after such judgment becomes final and nonappealable, the Clerk shall pay, without further order of the

Court, from the remaining Escrow Funds that are on deposit in the Court registry (a) \$40,000 to First American for its attorneys' fees and costs, and (b) the remaining monies to the SEC. In the event that the Court determines pursuant to a final judgment that the Gotliebs are entitled to payment of the remaining Escrow Funds, then First American shall not be paid any monies from the remaining Escrow Funds.

5. This stipulation and order encompasses the entire agreement between the Parties and supersedes any and all previous understandings and agreements between them. Copies of this stipulation and order shall have the same force and effect as an original.

Dated: _____, 2017

CONSENTED AND AGREED TO THIS 26 DAY OF September, 2017

Nancy Tyler
US Securities and Exchange Commission
100 F. Street, N.E.
Mail Stop 5631
Washington, DC 20549
Telephone: (212) 637-2663
Facsimile: (212) 637-2686

*Counsel to the United States Securities
and Exchange Commission*


Allen B. Gotlieb
Harbor Bay Shopping Center
Mail Boxes Etc. Box No. 825
Nassau, Bahamas


Phyllis J. Gotlieb, both individually and as
Trustee of the Phyllis J. Gotlieb Living Trust
dated February 17, 2012
Harbor Bay Shopping Center
Mail Boxes Etc. Box No. 825
Nassau, Bahamas

Daniel G. Egan
DLA Piper LLP (US)
1251 Avenue of the Americas, 27th Floor
New York, NY 10020-1104
Telephone: (212) 335-4754
Facsimile: (212) 778-8754

*Counsel to First American Title Insurance
Company*

Of Counsel:

Dale K. Cathell
Richard M. Kremen
DLA Piper LLP (US)
6225 Smith Ave.
Baltimore, MD 21209
Dale.Cathell@dlapiper.com
Richard.Kremen@dlapiper.com
Telephone: (410) 580-3000
Facsimile: (410) 580-3001

Court, from the remaining Escrow Funds that are on deposit in the Court registry (a) \$40,000 to First American for its attorneys' fees and costs, and (b) the remaining monies to the SEC. In the event that the Court determines pursuant to a final judgment that the Gottliebs are entitled to payment of the remaining Escrow Funds, then First American shall not be paid any monies from the remaining Escrow Funds.

5. This stipulation and order encompasses the entire agreement between the Parties and supersedes any and all previous understandings and agreements between them. Copies of this stipulation and order shall have the same force and effect as an original.

Dated: _____, 2017

CONSENTED AND AGREED TO THIS ____ DAY OF _____, 2017

Nancy Tyler

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US Securities and Exchange Commission
100 E. Street, N.E.
Mail Stop 5631
Washington, DC 20549
Telephone: (202) 637-2663
Facsimile: (202) 637-2686

*Counsel to the United States Securities
and Exchange Commission*

Daniel G. Egan
DLA Piper LLP (US)
1251 Avenue of the Americas, 27th Floor
New York, NY 10020-1104
Telephone: (212) 335-4754
Facsimile: (212) 778-8754

*Counsel to First American Title Insurance
Company*

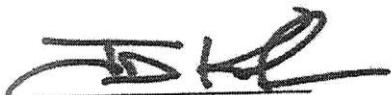
Of Counsel:

Allen B. Gottlieb
Harbor Bay Shopping Center
Mail Boxes Etc. Box No. 825
Nassau, Bahamas

Dale K. Cathell
Richard M. Kremen
DLA Piper LLP (US)
6225 Smith Ave.
Baltimore, MD 21209
Dale.Cathell@dlapiper.com
Richard.Kremen@dlapiper.com
Telephone: (410) 580-3000
Facsimile: (410) 580-3001

Phyllis J. Gottlieb, both individually and as
Trustee of the Phyllis J. Gottlieb Living Trust
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Harbor Bay Shopping Center
Mail Boxes Etc. Box No. 825
Nassau, Bahamas



Jeffrey Kuhn
DLA Piper LLP (US)
1251 Avenue of the Americas, 27th Floor
New York, NY 10020-1104
Jeffrey.Kuhn@dlapiper.com
Telephone: (212) 335-4864
Facsimile: (518) 935-9806

Counsel to First American Title Insurance Company

Of Counsel:

Dale K. Cathell
Richard M. Kremen
DLA Piper LLP (US)
6225 Smith Ave.
Baltimore, MD 21209
Dale.Cathell@dlapiper.com
Richard.Kremen@dlapiper.com
Telephone: (410) 580-3000
Facsimile: (410) 580-3001

Accordingly, it is this ____ day of _____, 2017, by the United States District Court
for the Southern District of New York:

SO ORDERED

LORETTA A. PRESKA
United States District Judge

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on the 27th day of September 2017, a copy of the foregoing *Stipulation and Order of Settlement* was sent first class mail, pre-paid, to the following:

Nancy Tyler
US Securities and Exchange Commission
100 F. Street NE
Mail Stop 5631
Washington, DC 20549

John Graubard
US Securities and Exchange Commission
New York Regional Office
3 World Financial Center, Room 400
New York, NY 10281

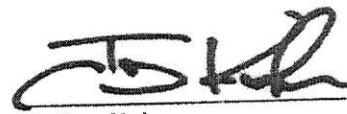
Allen B. Gottlieb
Harbor Bay Shopping Center
Mail Boxes Etc. Box No. 825
Nassau, Bahamas

The Phyllis J. Gottlieb Living Trust
Phyllis J. Gottlieb, Trustee
Harbor Bay Shopping Center
Mail Boxes Etc. Box No. 825
Nassau, Bahamas

Alexander Edward Eisemann
Eisemann Law Office
282 Katonah Ave.
Suite 244
Katonah NY 10536

Jennifer Jude
Assistant United States Attorney's Office
Southern District of New York
86 Chambers Street, 3rd Floor
New York, NY 10007

Phyllis J. Gottlieb
Harbor Bay Shopping Center
Mail Boxes Etc. Box No. 825
Nassau, Bahamas



Jeffrey Kuhn